

Local.com Revised Transaction Documents

Page 1 of 2

Kumararatne, Rushika

From: Dundas, Derek
Sent: Tuesday, July 31, 2007 3:55 PM
To: Kumararatne, Rushika
Subject: FW: LOCM Deal Signature Pages

Derek D. Dundas
Rutan & Tucker, LLP
611 Anton Boulevard, 14th Floor
Costa Mesa, CA 92626
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714-546-9035 Fax
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www.rutan.com

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-----Original Message-----

From: Adam Epstein [mailto:aepstein@enablecapital.com]
Sent: Tuesday, July 31, 2007 3:53 PM
To: dnorman@local.com; Dundas, Derek
Cc: George Antonopoulos; Yoav Roth; william.cassin@srz.com
Subject: LOCM Deal Signature Pages

Gentlemen:

Attached is a .pdf file containing the signature pages, and buyer's schedule for the private placement financing. Please email the Company's executed signature pages at your first convenience.

Thanks.

Best,

Adam

Adam Epstein, Principal
Enable Capital Management, LLC
One Ferry Building, Suite 255
San Francisco, CA 94111

p: 415.677.1579
f: 415.677.1580
aepstein@enablecapital.com

LCL 000257

IN WITNESS WHEREOF, each Buyer and the Company have caused their respective signature page to this Securities Purchase Agreement to be duly executed as of the date first written above.

Enable Growth Partners LP

By: 

Name: Adam Epstein
Title: Principal

Shares Received: 850,000

Purchase Price: \$4,675,000

Warrants: 340,000

10472339.8

[Signature Page to Securities Purchase Agreement]

LCL 000258

IN WITNESS WHEREOF, each Buyer and the Company have caused their respective signature page to this Securities Purchase Agreement to be duly executed as of the date first written above.

Enable Opportunity Partners LP

By: 

Name: Adam Epstein
Title: Principal

Shares Received: 100,000

Purchase Price: \$550,000

Warrants: 40,000

10472339.8

[Signature Page to Securities Purchase Agreement]

LCL 000259

IN WITNESS WHEREOF, each Buyer and the Company have caused their respective signature page to this Securities Purchase Agreement to be duly executed as of the date first written above.

**Pierce Diversified Strategy Master Fund
LLC, Ena**

By: 

Name: Adam Epstein
Title: Principal

Shares Received: 50,000

Purchase Price: \$275,000

Warrants: 20,000

10472339.8

[Signature Page to Securities Purchase Agreement]

LCL 000260

Page 1 of 1

Kumararatne, Rushika

From: Cassin, William [William.Cassin@srz.com]

Sent: Tuesday, July 31, 2007 10:21 PM

To: Kumararatne, Rushika

Subject: Hudson Signature Pages

Rushika,

As discussed.

Please send me an email that the SPA and RRA sig pages are released from escrow, jus to be formal.

thanks
Bill

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LCL 000281

IN WITNESS WHEREOF, each Buyer and the Company have caused their respective signature page to this Securities Purchase Agreement to be duly executed as of the date first written above.

BUYERS:

HUDSON BAY FUND LP

By: 

Name: *Noah Roth*

Title: *Principal and Portfolio Manager*

10472339.7

[Signature Page to Securities Purchase Agreement]

LCL 000282

IN WITNESS WHEREOF, each Buyer and the Company have caused their respective signature page to this Registration Rights Agreement to be duly executed as of the date first written above.

BUYERS:

HUDSON BAY FUND LP

By: 

Name: EVAN ROTH

Title: PRINCIPAL AND PORTFOLIO MANAGER

10472536.3

[Signature Page to Registration Rights Agreement]

LCL 000283

IN WITNESS WHEREOF, each Buyer and the Company have caused their respective signature page to this Securities Purchase Agreement to be duly executed as of the date first written above.

BUYERS:

HUDSON BAY OVERSEAS FUND, LTD.

By: 

Name: *YAN ROTH*

Title: *PRINCIPAL AND PORTFOLIO MANAGER*

10472339.7

[Signature Page to Securities Purchase Agreement]

LCL 000284

IN WITNESS WHEREOF, each Buyer and the Company have caused their respective signature page to this Registration Rights Agreement to be duly executed as of the date first written above.

BUYERS:

HUDSON BAY OVERSEAS FUND LTD

By: 

Name: YOON GOH

Title: PORTFOLIO AND PORTFOLIO MANAGER

10472536.3

[Signature Page to Registration Rights Agreement]

LCL 000285